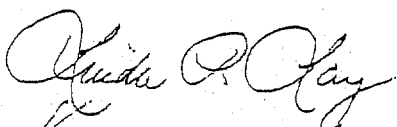
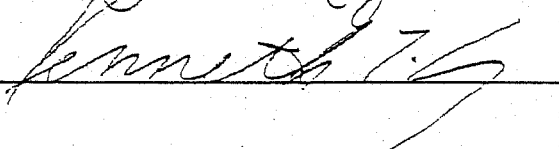


Fayez Sarofim & Co. currently serves as an Investment Adviser to Kenneth L. Lay & Linda P. Lay, TIC formerly held by Goldman Sachs & Co. This letter will serve as an amendment to the Investment Advisory Agreement dated January 12, 1999, to provide that the Custody Agreement between Kenneth L. Lay & Linda P. Lay, TIC and PaineWebber Inc. effective as of November 9, 1999, and the Assets held by PaineWebber Inc. as Custodian in Account HSE 2999, be and hereby is made part of, included under and subject to the terms and conditions of the Investment Advisory Agreement.

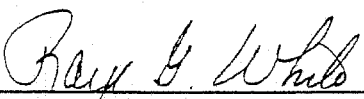
Please acknowledge your consent to the above-referenced amendment to the Investment Advisory Agreement by executing both copies of this letter in the space provided.

Yours truly,


By: 

THE UNDERSIGNED HEREBY AGREES TO THE ABOVE-REFERENCED AMENDMENT TO THE INVESTMENT ADVISORY AGREEMENT:

FAYEZ SAROFIM & CO.

By: 
(Mrs.) Ray G. White
Executive Vice-President

Date: 11-19, 1999

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